

Presentment Date and Time: May 30, 2012 at 12:00 p.m. (Noon) (Prevailing Eastern Time)
Objection Date and Time: May 30, 2012 at 11:00 a.m. (Prevailing Eastern Time)

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Attorneys for the Fee Committee

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i>,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
-----	x	

**CERTIFICATE OF NO OBJECTION UNDER 28 U.S.C. § 1746
REGARDING PROPOSED ORDER GRANTING THE SECOND CONSOLIDATED
APPLICATION OF RICHARD A. GITLIN, FEE COMMITTEE CHAIR, AND
GODFREY & KAHN, S.C., COUNSEL TO THE FEE COMMITTEE, FOR
RETROACTIVE AND INTERIM ALLOWANCE OF FIXED FEE COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED FROM MAY 1, 2011 THROUGH
AUGUST 31, 2011, AND REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES INCURRED FROM AUGUST 31, 2011 TO FEBRUARY 29, 2012**

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the *Second Amended Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures* [Docket No. 9635] (the "**Second Amended Case Management Order**"), the undersigned hereby certifies as follows:

1. On May 4, 2012, the Fee Committee appointed in Lehman Brothers Holdings, Inc. (“**LBHI**”) with its affiliated debtors in possession (together, the “**Debtors**” and, collectively with their non-debtor affiliates, “**Lehman**”) pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* (the “**Fee Committee Order**”) [Docket No. 3651] and as amended by the April 14, 2011 *Order Amending the Fee Protocol* [Docket No. 15998], filed with this Court a *Notice of Presentment of Order Granting the Second Consolidated Application of Richard A. Gitlin, Fee Committee Chair, and Godfrey & Kahn, S.C., Counsel to the Fee Committee, for Retroactive and Interim Allowance of Fixed Fee Compensation for Professional Services Rendered from May 1, 2011 Through August 31, 2011, and Reimbursement of Actual and Necessary Expenses Incurred from August 31, 2011 to February 29, 2012* [Docket No. 27724] (the “**Second Consolidated Order**”).

2. In accordance with the Second Amended Case Management Order, **May 30, 2012 at 11:00 a.m. (Prevailing Eastern Time)** was established as the deadline for parties to object or file responses to the proposed Second Consolidated Order (the “**Objection Deadline**”). The Second Amended Case Management Order provides that pleadings may be granted without hearing, provided that no objections have been filed prior to the Objection Deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Objection Deadline has now passed and, to the best of my knowledge, no objection or other responsive pleading to the proposed Second Consolidated Order has been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Second Amended Case Management Order, nor has any objection or other

responsive pleading with respect to the proposed Second Consolidated Order been served on the Fee Committee's counsel.

4. Accordingly, the Fee Committee respectfully requests that the proposed Order annexed hereto as **Exhibit A**, and unmodified since the filing of the notice of presentment of the Second Consolidated Order, be entered in accordance with the procedures described in the Second Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: Madison, Wisconsin
May 30, 2012.

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler
Katherine Stadler
Brady C. Williamson

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Attorneys for the Fee Committee

EXHIBIT A
(Proposed Order)

Presentment Date and Time: May 30, 2012 at 12:00 p.m. (Noon) (Prevailing Eastern Time)
Objection Date and Time: May 30, 2012 at 11:00 a.m. (Prevailing Eastern Time)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	x	
In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	x	

**ORDER GRANTING SECOND CONSOLIDATED APPLICATION
OF RICHARD A. GITLIN, FEE COMMITTEE CHAIR, AND
GODFREY & KAHN, S.C., COUNSEL TO THE FEE COMMITTEE,
FOR RETROACTIVE AND INTERIM ALLOWANCE OF FIXED FEE
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
FROM MAY 1, 2011 THROUGH AUGUST 31, 2011, AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM AUGUST 31, 2011 TO FEBRUARY 29, 2012**

Upon consideration of the *Second Consolidated Application of Richard A. Gitlin, Fee Committee Chair, and Godfrey & Kahn, S.C., Counsel to the Fee Committee, for Retroactive and Interim Allowance of Fixed Fee Compensation for Professional Services Rendered from May 1, 2011 Through August 31, 2011, and Reimbursement of Actual and Necessary Expenses Incurred from August 31, 2011 to February 29, 2012* [Docket No. 27724], (the “**Application**”) for the stated periods (the “**Compensation Period**”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure, filed on May 3, 2012, in the aggregate amount of \$950,000.00 as listed on **Schedule A** that accompanies this order; and after due notice pursuant to the second amended order entered on June 17, 2010 governing case management and administrative procedures

[Docket No. 9635], and it appearing that no other or further notice need be provided; and there being no objection to the Application filed before the deadline of May 30, 2012; and after due deliberation and upon all of the proceedings had before the Court, and sufficient cause appearing therefor, it is hereby

ORDERED, that pursuant to sections 330 and 331 of the Bankruptcy Code, the Application is granted and approved as provided in Schedule A.

Dated: New York, New York
May ____, 2012.

Hon. James M. Peck
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE A

CURRENT INTERIM FEE PERIOD
May 1, 2011 Through August 31, 2011
(Expenses Through February 29, 2012)

Case No.: 08-13555 (JMP) (Chapter 11)

Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

Applicant	Date/ Document Number of Application	Interim Fees Requested on Application (\$)	Fees Allowed (\$)	Fees to be Paid for Current Fee Period (\$)	Fees to be Paid for Prior Fee Period(s) (if any) (Including Fees Held Back) (\$)	Total Fees to be Paid (\$)	Interim Expenses Requested (\$)	Expenses to be Paid for Current Fee Period (\$)
Godfrey & Kahn, S.C. and Richard A. Gitlin, Fee Committee Chair	05/04/2012 [27724]	950,000.00	950,000.00	0.00	0.00	0.00	95,404.35	95,404.35

Schedule A

Dated: May __, 2012

INITIALS: _____USBJ

SCHEDULE B

CUMULATIVE FEE APPLICATIONS

(September 15, 2008 Through and Including August 31, 2011)

(Expenses Through February 29, 2012)

Case No.: 08-13555 (JMP) (Chapter 11)

Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

Applicant	Total Fees Requested (\$)	Total Fees Paid (including amounts to be paid pursuant to this Order) (\$)	Total Expenses Requested (\$)	Total Expenses Paid (including amounts to be paid pursuant to this Order) (\$)
Godfrey & Kahn, S.C. and Richard A. Gitlin, Fee Committee Chair	1,756,450.00	1,756,450.00	162,643.96	162,643.96

Schedule B

Dated: May __, 2012

INITIALS: _____USBJ